UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

Debtors. 1 : (Jointly Administered)

AFFIDAVIT OF SERVICE

I, Joudeleen C. Frans, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On February 4, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by method set forth on the Master Service List attached hereto as **Exhibit A**:

 Notice of Filing of Revised List of Initial Assigned Agreements in Connection with Global Sale Transaction [Docket No. 2377] (the "Revised Initial Assigned Agreements")

On February 4, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via Email on the Email Master Service List attached hereto as **Exhibit B**:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718): A&E Factory Service, LLC (6695): A&E Home Delivery, LLC (0205): A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Notice of Filing Second Revised Proposed Order (I) Approving the Asset Purchase
Agreement among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors'
Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing
the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in
Connection Therewith and (IV) Granting Related Relief [Docket No. 2378] (the "Second
Revised Proposed Sale Order")

On February 4, 2019, at my direction and under my supervision, employees of Prime Clerk caused the Revised Initial Assigned Agreements to be served via First Class Mail on the FCM Counterparties Service List attached hereto as **Exhibit C**.

On February 4, 2019, at my direction and under my supervision, employees of Prime Clerk caused the Revised Initial Assigned Agreements and the Second Revised Proposed Sale Order to be served via Email on the Email Counterparties Service List attached hereto as **Exhibit**

 $\underline{\mathbf{D}}$.

Dated: February 7, 2019

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on February 7, 2019, by Joudeleen C. Frans, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 6

ROBERT J. RUBEL JR.
NOTARY PUBLIC OF NEW JERSEY
Comm. # 50070782
My Commission Expires 10/25/2022

Joudeleen C. Frans

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Exhibit A

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Master Service List

Served as set forth below

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Exhibit B

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Exhibit C

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